

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

RECORDATION NO. 8984-A Filed & Recorded

JUN 28 1978 - 2 12 PM

June 26, 1978

INTERSTATE COMMERCE COMMISSION

Hon. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Equipment Trust Agreement, dated as of
September 1, 1977, between Morgan Guaranty
Trust Company of New York, Trustee, and
Union Pacific Railroad Company; Recordation
No. 8984

Dear Sir:

Enclosed herewith are executed Counterparts
Nos. 1 through 6 of a First Supplemental Agreement,
dated as of June 1, 1978, between Morgan Guaranty
Trust Company of New York, as Trustee, and Union
Pacific Railroad Company, amending and supplementing
the above captioned Equipment Trust Agreement.

After filing and recordation, at least four
of the Counterparts should be returned to the under-
signed or given to the bearer of this letter.

Also enclosed is a check payable to the order
of the Interstate Commerce Commission in the amount of
\$10.00 for the fee associated with the filing and re-
cordation of this document.

Very truly yours,

Kendor P. Jones

KPJ:b
Encls.

8-179A045

No.

JUN 28 1978

Date

Fee \$ 10

Washington, D. C.

RECEIVED
JUN 28 2 05 PM '78
CERTIFICATION UNIT

C. H. Kumbel
[Signature]

RECORDATION NO. *8984-A* Filed & Recorded

EXECUTED COUNTERPART *No. 1*

JUN 28 1978 -2 10 PM

~~INTERSTATE COMMERCE COMMISSION~~
FIRST SUPPLEMENTAL AGREEMENT, DATED
AS OF JUNE 1, 1978, BETWEEN MORGAN
GUARANTY TRUST COMPANY OF NEW YORK,
TRUSTEE, AND UNION PACIFIC RAILROAD
COMPANY

This FIRST SUPPLEMENTAL AGREEMENT, dated as of June 1, 1978, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company, as Trustee (hereinafter called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the Company).

WITNESSETH:

WHEREAS, the Trustee and the Company have heretofore entered into an Equipment Trust Agreement, dated as of September 1, 1977 (hereinafter called the Agreement), which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on September 9, 1977, and assigned Recordation No. 8984, and pursuant to which the Trustee has issued \$24,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1978 Equipment Trust Certificates (hereinafter the Trust Certificates); and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee without the consent of the

holders of the Trust Certificates then outstanding may from time to time and at any time enter into an agreement or agreements supplemental to the Agreement for the purpose of making any provisions in regard to matters or questions arising under the Agreement as shall not adversely affect the interests of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this First Supplemental Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties, or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

15 3000-HP C30-7 Diesel-electric
road freight locomotives, General
Electric Company, builder, to be
numbered UP 2975 to UP 2989, both
inclusive\$633,100 \$9,496,500

2. There is hereby inserted in the Description
of Trust Equipment the following reference:

15 3000-HP C30-7 Diesel-electric
road freight locomotives, General
Electric Company, builder, to be
numbered UP 2415 to UP 2429, both
inclusive\$633,100 \$9,496,500

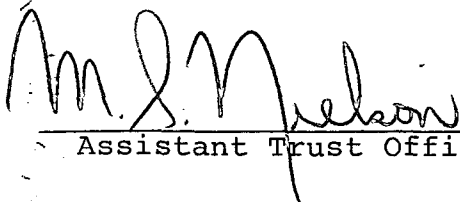
IN WITNESS WHEREOF, the Company and the Trustee have
caused their names to be signed hereto by their officers
thereunto duly authorized and their corporate seals, duly
attested, to be hereunto affixed as of the day and year
first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee

[SEAL]


By 
Trust Officer

ATTEST:

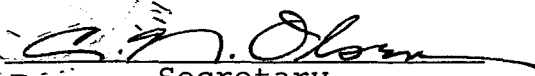

Assistant Trust Officer

UNION PACIFIC RAILROAD COMPANY

[SEAL]

By 
Vice President-Finance

ATTEST:


Secretary

UNION PACIFIC RAILROAD COMPANY

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 20th day of June, 1978, before me personally appeared P. J. CROOKS, to me known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maureen McShane
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

MAUREEN McSHANE
NOTARY PUBLIC, State of New York
No. 24-4649500
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1979

On this 13th day of June, 1978, before me personally appeared W. F. SURETTE, to me known, who, being by me duly sworn, says that he is Vice President-Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

KENDOR P. JONES
Notary Public, State of New York
No. 31-7115523
Qualified in New York County
Commission Expires March 30, 1980

Kendor P. Jones
Notary Public